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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Case No. 18-23538 (RDD)  
: :  
: Chapter 11  
SEARS HOLDINGS CORPORATION, *et al.*,<sup>1</sup> :  
: (Jointly Administered)  
Debtors. :  
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**RESPONSE TO DEBTORS' FIFTH OMNIBUS OBJECTION TO PROOFS OF CLAIM  
(RECLASSIFICATION AS GENERAL UNSECURED CLAIMS) [DKT. 5031] AS TO  
THE CHAMBERLAIN GROUP, INC.**

The Chamberlain Group, Inc. ("Chamberlain"), by and through its undersigned counsel, hereby files its response to Debtors' Fifth Omnibus Objection To Proofs Of Claim (Reclassification As General Unsecured Claims) (the "Objection"), and states as follows:

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

1. On October 15, 2018 (the “Petition Date”), the Debtors filed voluntary cases under Chapter 11 of the United States Code (the “Bankruptcy Code”).

2. On April 4, 2019 Chamberlain electronically filed with this Court its Proof of Claim [number 13854] (the “Chamberlain Claim”), attached as **Exhibit A**, in the amount of \$527,105.78, and asserted that \$81,635.63 of this claim is entitled to administrative priority pursuant to 11 U.S.C. §503(b)(9).

3. On August 29, 2019, the Debtors objected to the 503(b)(9) portion of the claim, alleging it relates to goods received by the Debtors outside the applicable 20-day window.

4. Attached to the Chamberlain Claim is a spreadsheet of invoices identified as goods shipped within 20 days prior to the Petition Date which, to the best of the knowledge of Chamberlain and based on the history of shipping practices between the Debtors and Chamberlain, were received by the Debtors within the required 20-day window for purposes of Section 503(b)(9) of the Bankruptcy Code. Thus, payment for such goods is an administrative expense priority claim under Section 503(b)(9) of the Bankruptcy Code.

5. Accordingly, the Court should deny the Debtors’ objection seeking to reclassify the Chamberlain Claim as an unsecured claim.

Dated: Chicago, Illinois  
September 19, 2019

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**Exhibit A**

[Proof of Claim Number 13854]